



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO. *11858-7, W*

FILED

NOV 13 '97

4-50PM

November 10, 1997

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 17)
Recordation No. 11858

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Ninth Supplemental Equipment Trust Agreement dated as of July 31, 1997, between Union Tank Car Company and State Street Bank, as Trustee, and the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

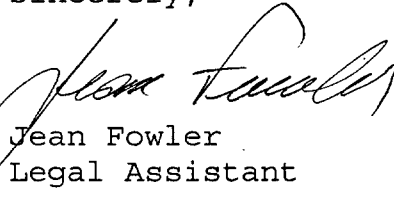
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$48 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

encls
UTC4066

RECEIVED
SURFACE TRANSPORTATION
BOARD

NOV 13 4 48 PM '97



A member of The Marmon Group of companies

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

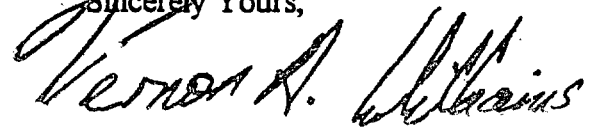
Jean Fowler
Legal Assistant
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

DATE: 11/13/97

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 11/13/97 at 4:50PM, and
assigned recordation number(s). 11858-V and 11858-W.

Sincerely Yours,

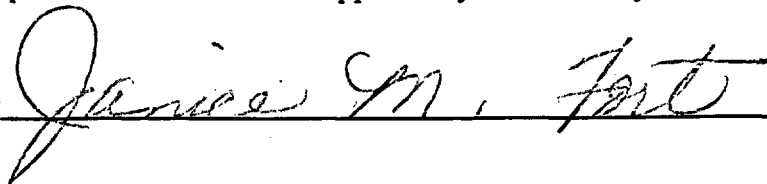


Vernon A. Williams
Secretary

Enclosure(s)

\$ 48.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 11858-V FILED

NOV 13 '97

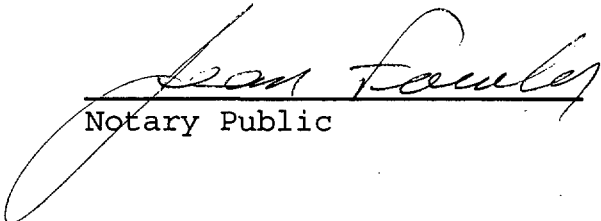
4-50 PM

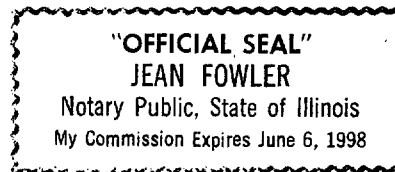
STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Ninth Supplemental Trust Agreement dated as of July 31, 1997, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 7th day of November, 1997.


Notary Public



NINTH SUPPLEMENTAL TRUST AGREEMENT NOV 13 '97 4-50 PM
UNION TANK CAR COMPANY (SERIES 17)

THIS NINTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1997, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and State Street Bank and Trust Company, as successor to The First National Bank of Boston ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of May 15, 1980 ("Trust Agreement") providing for the issue of its Equipment Certificates (Series 17) in the aggregate principal amount of \$75,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein

contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: _____



R. C. Gluth,
Executive Vice President

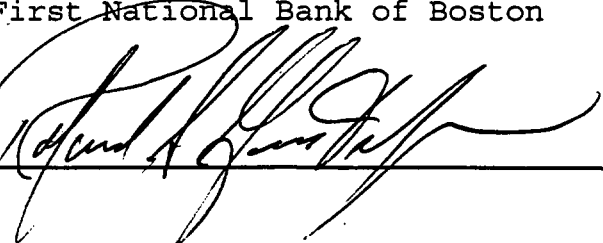
Attest:



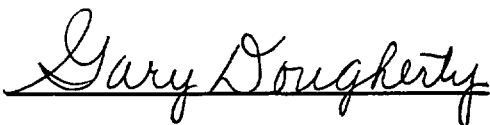
Robert W. Webb, Secretary

STATE STREET BANK AND TRUST COMPANY,
as successor to
The First National Bank of Boston

By: _____



Attest:



UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On October 27, 1997, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Janis L. Meyer
Notary Public



~~COMMONWEALTH OF MASSACHUSETTS~~
~~STATE OF ILLINOIS~~)
) ss
COUNTY OF ~~COOK~~ SUFFOLK)

On this 5th day of NOVEMBER, 1997, before me personally came RODAN S GUSTAFSEN, to me known, who, being by me duly sworn, did depose and say that he/she is ASSISTANT VICE PRESIDENT of State Street Bank and Trust Company, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.

Scott Knox
Notary Public

UTC2044

SCOTT KNOX
Notary Public
My Commission Expires July 12, 2002

07/31/97

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT TRUST
SCHEDULE A

CERTIFICATE TRUST SERIES: R017

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
8	T104	14,000 GAL	UTLX 24677 - 24684
<u>1</u>	T106	23,500 GAL	UTLX 67437
9	TOTAL		

7/31/97

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS - SCHEDULE B
SERIES 17 (R017)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
2	BOXT	70 TON	BCIT 841985, 842088
2	BOXT	70 TON	NAR 50105, 50124
15	COVE	2,900 CUFT.	UNPX 120402-120416
1	COVE	2,100 CUFT	UNPX 121897
1	T054	12,745 GAL.	UTLX 11160
1	TMI	13,350 GAL.	UTLX 69594
2	TPI	13,350 GAL.	UTLX 69710, 69741
1	TA	13,500 GAL.	UTLX 15024
1	TA	13,684 GAL.	UTLX 11373
1	TM	17,000 GAL.	UTLX 71666
1	TP	17,300 GAL.	UTLX 27713
2	TM	20,000 GAL	UTLX 57836, 68631
1	TM	20,441 GAL.	UTLX 57843
1	TM	23,500 GAL.	UTLX 68863
1	T106	23,487 GAL.	UTLX 68965
2	TP	25,000 GAL	UTLX 26032, 98045
1	TPI	33,800 GAL	UTLX 98925

36 TOTAL